

BALL JANIK LLP

A T T O R N E Y S

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LOUIS E. GITOMER
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December 23, 2002

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 24254 FILED

DEC 23 '02

1-58 PM

Dear Secretary Williams:

SURFACE TRANSPORTATION BOARD

I have enclosed two original documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 23, 2002. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

General Electric Capital Corporation
for Itself and as Agent for Certain Participants
401 Merritt Seven, Suite 23
Norwalk, CT 06851-1177

Lessee:

Entergy Arkansas, Inc.
10055 Grogans Mill Road, Suite 300
The Woodlands, TX 77380

A description of the equipment covered by the Memorandum of Lease Agreement consists of 2,480 aluminum-sided rotary dump gondola railcars numbered ETRX 750001-750039, inclusive, 750041-750061, inclusive, 750063-750078, inclusive, 750080-750089, inclusive, 750091-750095, inclusive, 750097-750119, inclusive, 750121-750175, inclusive, 750177-750231, inclusive, 750233-750310, inclusive, 750312-750326, inclusive, 750328-750407, inclusive, 750409-750437, inclusive, 750439-750457, inclusive, 750460-750520, inclusive, 750522, 750523, 750525-750553, inclusive, 750555-750624, inclusive, 750632-

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750658, inclusive, 750660-750663, inclusive, 750665, 750667, 750669-750731, inclusive, 750733-750755, inclusive, 750757-750860, inclusive, 750862-750873, inclusive, 750875-750907, inclusive, 750909-750952, inclusive, 750954, 750956-750970, inclusive, 750972-750991, inclusive, 750993-751008, inclusive, 751010-751045, inclusive, 751047-751080, inclusive, 751082-751103, inclusive, 751105-751118, inclusive, 751120-751123, inclusive, 751125-751207, inclusive, 751209-751224, inclusive, 751226-751237, inclusive, 751239-751267, inclusive, 751269-751308, inclusive, 751310-751333, inclusive, 751335-751343, inclusive, 751345-751437, inclusive, 751439, 751440, 850001-850007, inclusive, 850009-850044, inclusive, 850046-850058, inclusive, 850060-850062, inclusive, 850064-850074, inclusive, 850076, 850078-850131, inclusive, 850133-850144, inclusive, 850146-850170, inclusive, 850172, 850174-850178, inclusive, 850180-850189, inclusive, 850191-850274, inclusive, 850276-850381, inclusive, 850383-850387, inclusive, 850389-850434, inclusive, 850436-850439, inclusive, 850441-850448, inclusive, 850450-850496, inclusive, 850498-850522, inclusive, 850524-850554, inclusive, 850556-850622, inclusive, 850624, 850626-850655, inclusive, 850657-850728, inclusive, 850730, 850731, 850733, 850735-850810, inclusive, 850812-850821, inclusive, 850823-850844, inclusive, 850847-850849, inclusive, and 851001-851273, inclusive.

A fee of \$ 30.00 is enclosed. Please return one copy to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

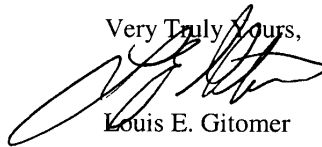
A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between General Electric Capital Corporation for Itself and as Agent for Certain Participants, 401 Merritt Seven, Suite 23, Norwalk, CT 06851-1177, and Entergy Arkansas, Inc., 10055 Grogans Mill Road, Suite 300, The Woodlands, TX 77380, covering 2,480 aluminum-sided rotary dump gondola railcars numbered ETRX 750001-750039, inclusive, 750041-750061, inclusive, 750063-750078, inclusive, 750080-750089, inclusive, 750091-750095, inclusive, 750097-750119, inclusive, 750121-750175, inclusive, 750177-750231, inclusive, 750233-750310, inclusive, 750312-750326, inclusive, 750328-750407, inclusive, 750409-750437, inclusive, 750439-750457, inclusive, 750460-750520, inclusive, 750522, 750523, 750525-750553, inclusive, 750555-750624, inclusive, 750632-750658, inclusive, 750660-750663, inclusive, 750665, 750667, 750669-750731, inclusive, 750733-750755, inclusive, 750757-750860, inclusive, 750862-750873, inclusive, 750875-750907, inclusive, 750909-750952, inclusive, 750954, 750956-750970, inclusive, 750972-750991, inclusive,

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750993-751008, inclusive, 751010-751045, inclusive, 751047-751080, inclusive, 751082-751103, inclusive, 751105-751118, inclusive, 751120-751123, inclusive, 751125-751207, inclusive, 751209-751224, inclusive, 751226-751237, inclusive, 751239-751267, inclusive, 751269-751308, inclusive, 751310-751333, inclusive, 751335-751343, inclusive, 751345-751437, inclusive, 751439, 751440, 850001-850007, inclusive, 850009-850044, inclusive, 850046-850058, inclusive, 850060-850062, inclusive, 850064-850074, inclusive, 850076, 850078-850131, inclusive, 850133-850144, inclusive, 850146-850170, inclusive, 850172, 850174-850178, inclusive, 850180-850189, inclusive, 850191-850274, inclusive, 850276-850381, inclusive, 850383-850387, inclusive, 850389-850434, inclusive, 850436-850439, inclusive, 850441-850448, inclusive, 850450-850496, inclusive, 850498-850522, inclusive, 850524-850554, inclusive, 850556-850622, inclusive, 850624, 850626-850655, inclusive, 850657-850728, inclusive, 850730, 850731, 850733, 850735-850810, inclusive, 850812-850821, inclusive, 850823-850844, inclusive, 850847-850849, inclusive, and 851001-851273, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 24254 FILED

DEC 23 '02

1:58 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of December 23, 2002

between

**ENTERGY ARKANSAS, INC.,
as Lessee,**

and

**GENERAL ELECTRIC CAPITAL CORPORATION, FOR ITSELF
AND AS AGENT FOR CERTAIN PARTICIPANTS,
as Lessor**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on December __, 2002 at __:__.m.**

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 23, 2002, by and between GENERAL ELECTRIC CAPITAL CORPORATION, FOR ITSELF AND AS AGENT FOR CERTAIN PARTICIPANTS ("Lessor"), and ENTERGY ARKANSAS, INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Master Lease and Security Agreement dated December 23, 2002, and Lease Supplement No. 1 thereto and incorporating the terms thereof, dated as of December 23, 2002 (together with all of the annexes, appendices, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

GENERAL ELECTRIC CAPITAL CORPORATION,
FOR ITSELF AND AS AGENT FOR CERTAIN
PARTICIPANTS

By: Walter R. Schoultz
Name: Walter R. Schoultz
Title: VP

STATE OF Illinois)
COUNTY OF Cook) ss.

On this 20th day of December, 2002, before me appeared Walter R. Schoultz, the person who signed this instrument, who acknowledged that (s)he is the Vice President of GENERAL ELECTRIC CAPITAL CORPORATION, FOR ITSELF AND AS AGENT FOR CERTAIN PARTICIPANTS, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]



Susan L. Thomas
Notary Public

My commission expires:

4.3., 2004

ENTERGY ARKANSAS, INC.

By: Steven C. McNeal
Name: Steven C. McNeal
Title: Vice President and Treasurer

STATE OF LOUISIANA)
PARISH) ss.
~~COUNTY~~ OF ORLEANS)

On this ____ day of December, 2002, before me appeared Steven C. McNeal, the person who signed this instrument, who acknowledged that (s)he is the Vice President and Treasurer of ENTERGY ARKANSAS, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Mark Grafton Otts
Notary Public
Mark Grafton Otts

My commission expires:

at my death _____, _____

MARK GRAFTON OTTS
NOTARY PUBLIC
Parish of Orleans, State of Louisiana
My Commission is issued for Life.

MEMORANDUM OF LEASE AGREEMENT

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

2,207 aluminum-sided rotary dump gondola railcars, each with a 4,480 cubic foot capacity (level), manufactured by Johnstown America Corporation and delivered in 1995

<u>Road Number</u>	<u>Number of Units</u>	<u>Road Number</u>	<u>Number of Units</u>
ETRX 750001 - 750039	39	750041 - 750061	21
750063 - 750078	16	750080 - 750089	10
750091 - 750095	5	750097 - 750119	23
750121 - 750175	55	750177 - 750231	55
750233 - 750310	78	750312 - 750326	15
750328 - 750407	80	750409 - 750437	29
750439 - 750457	19	750460 - 750520	61
750522 - 750523	2	750525 - 750553	29
750555 - 750624	70	750632 - 750658	27
750660 - 750663	4	750665	1
750667	1	750669 - 750731	63
750733 - 750755	23	750757 - 750860	104
750862 - 750873	12	750875 - 750907	33
750909 - 750952	44	750954	1
750956 - 750970	15	750972 - 750991	20
750993 - 751008	16	751010 - 751045	36
751047 - 751080	34	751082 - 751103	22
751105 - 751118	14	751120 - 751123	4
751125 - 751207	83	751209 - 751224	16
751226 - 751237	12	751239 - 751267	29
751269 - 751308	40	751310 - 751333	24
751335 - 751343	9	751345 - 751437	93
751439 - 751440	2	TOTAL:	1389 Cars

<u>Road Number</u>	<u>Number of Units</u>	<u>Road Number</u>	<u>Number of Units</u>
ETRX 850001 - 850007	7	850009 - 850044	36
850046 - 850058	13	850060 - 850062	3
850064 - 850074	11	850076	1
850078 - 850131	54	850133 - 850144	12
850146 - 850170	25	850172	1
850174 - 850178	5	850180 - 850189	10
850191 - 850274	84	850276 - 850381	106
850383 - 850387	5	850389 - 850434	46
850436 - 850439	4	850441 - 850448	8
850450 - 850496	47	850498 - 850522	25
850524 - 850554	31	850556 - 850622	67
850624	1	850626 - 850655	30
850657 - 850728	72	850730 - 850731	2
850733 -	1	850735 - 850810	76
850812 - 850821	10	850823 - 850844	22
850847 - 850849	3	TOTAL:	818 Cars

273 aluminum-sided rotary dump gondola rail cars, each with a 4,520 cubic foot capacity (level),
manufactured by Johnstown America Corporation and delivered in 2002.

<u>Road Number</u>	<u>Number of Units</u>
ETRX 851001 - 851273	273